# **EXHIBIT 67 FILED UNDER SEAL**

#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 2 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

```
1
                 UNITED STATES DISTRICT COURT
 2
                NORTHERN DISTRICT OF CALIFORNIA
                     SAN FRANCISCO DIVISION
 3
 4
 5
      WAYMO LLC,
                      Plaintiff,
 6
 7
                                     ) Case No.
              VS.
 8
      UBER TECHNOLOGIES, INC., ) 3:17-cv-00939-WHA
 9
      OTTOMOTTO LLC; OTTO
                                     )
      TRUCKING LLC,
10
                     Defendants.
11
12
          HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
13
14
15
            VIDEOTAPED DEPOSITION OF SCOTT BOEHMKE
                    San Francisco, California
16
17
                    Monday, April 17, 2017
18
                            Volume I
19
20
     Reported by:
21
     SUZANNE F. GUDELJ, CSR No. 5111
22
     Job No. 2596382
23
24
     PAGES 1 - 79
25
                                                   Page 1
```

# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 3 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	UNITED STATES DISTRICT COURT			
2	NORTHERN DISTRICT OF CALIFORNIA			
3	SAN FRANCISCO DIVISION			
	SAN FRANCISCO DIVISION			
4				
5				
6	WAYMO LLC,			
7	Plaintiff, )			
8	vs. ) Case No.			
9	UBER TECHNOLOGIES, INC., ) 3:17-cv-00939-WHA			
10	OTTOMOTTO LLC; OTTO			
11	TRUCKING LLC,			
12	Defendants. )			
13	)			
14				
15	Videotaped Deposition of SCOTT BOEHMKE,			
16	Volume I, taken on behalf of Plaintiff Waymo			
17	LLC, at the Law Offices of Quinn Emanuel			
18	Urquhart & Sullivan LLP, 50 California Street,			
19	22nd Floor, San Francisco, California,			
20	beginning at 2:08 p.m. and ending at 4:01 p.m.			
21	a.m., on Monday, April 17, 2017, before SUZANNE			
22	F. GUDELJ, Certified Shorthand Reporter No.			
23	5111.			
24				
25				
ر ی				
	Page 2			

# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 4 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	was in the office in one of you know, people	
2	wanted us to talk lasers.	
3	Q Who were those people?	
4	A I don't know know exactly who it was.	
5	There were various people that knew he was into	02:13:44
6	lasers, and that was my responsibility.	
7	Q Who were the various people?	
8	A Like I said, I don't remember who or how	
9	this got set up.	
10	Q So he just appeared in your office, and you	02:13:57
11	guys started talking about LiDAR technology?	
12	A I I didn't know the circumstances around	
13	which he was there.	
14	Q So you can't identify a single person that	
15	prompted the discussion between you and Mr.	02:14:10
16	Levandowski; is that accurate?	
17	MR. KIM: Objection. Misstates character	
18	testimony.	
19	THE WITNESS: I don't recall who arranged	
20	the setup.	02:14:21
21	BY MR. JAFFE:	
22	Q My question was a little different. Can	
23	you identify a single person that prompted you and	
24	Mr. Levandowski to have that first LiDAR discussion?	
25	A Not right now, no.	02:14:37
		Page 11

# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 5 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	Q Okay. So you started talking with Mr.	
2	Levandowski about LiDAR sensors for Uber's	
3	self-driving cars in April of 2016, correct?	
4	A Yes.	
5	Q And you were interested in talking to him	02:14:52
6	because he was going to provide custom LiDAR	
7	technology for Uber, right?	
8	MR. KIM: Objection. Vague.	
9	THE WITNESS: Could you be more specific?	
10	MR. JAFFE: So Mr. Kim, I don't know if	02:15:06
11	you've read Judge Alsup's standing order recently,	
12	but he has very specific guidance about the type of	
13	objections, and so at this point, I would just	
14	suggest to you that what you're doing is a little	
15	bit farther out of bounds than what has been done in	02:15:23
16	this case so far. But	
17	MR. KIM: So I'll	
18	MR. JAFFE: So putting that aside	
19	MR. KIM: I've read Judge Alsup's standing	
20	order, and I disagree with that characterization.	02:15:33
21	My objection was just as to the improper form of the	
22	question. It's also consistent with the objections	
23	we made in depositions taken by yourself and	
24	Mr. Perlson for both Mr. Levandowski and also others	
25	in this case.	02:15:52
		Page 12

# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 6 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	BY MR. JAFFE:	
2	Q Mr. Boehmke, you were interested in talking	
3	with Mr. Levandowski because he was going to provide	
4	Uber with custom LiDAR technology, right?	
5	A He was going to provide a sensor for our	02:16:06
6	cars.	
7	Q What kind of a sensor?	
8	A A laser sensor LiDAR sensor.	
9	Q A custom LiDAR sensor?	
10	A Correct.	02:16:17
11	Q So again, you'd agree with me, then, that	
12	you were interested in talking with Mr. Levandowski	
13	because he was going to provide a custom LiDAR	
14	solution for Uber, right?	
15	A Yes.	02:16:27
16	Q And this was three months, or actually	
17	February, March, two and a half to three months	
18	since he left at the time Google, right?	
19	MR. KIM: Objection to the extent it calls	
20	for speculation.	02:16:37
21	THE WITNESS: I don't know when he left	
22	Google.	
23	BY MR. JAFFE:	
24	Q Did you ask him?	
25	A No.	02:16:41
		Page 13

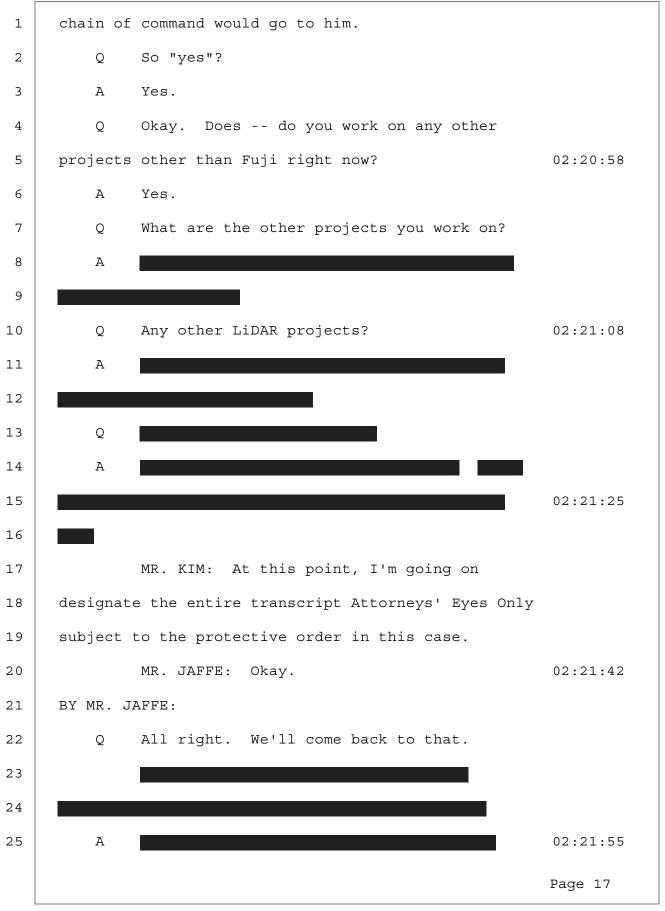
# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 7 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	right?		
2	A	Yes.	
3	Q	He didn't come to you with any sort of	
4	technol	ogy proposal; is that right?	
5	A	Yes.	02:17:54
6	Q	Okay. So you communicated these	
7	require	ments to Mr. Levandowski. What happened	
8	next?		
9	A	So I met with him on in the end of	
10	April.	I went out to the Otto facility in the	02:18:07
11	beginniı	ng of May and furthered discussions with	
12	others a	at Otto.	
13	Q	Who were these others?	
14	A	Most primarily Daniel Gruver.	
15	Q	Anyone else?	02:18:23
16	A	There were a number of other minor players	
17	that I v	was introduced to. Didn't have as many	
18	technica	al conversations with them.	
19	Q	What are their names?	
20	A	There was a Rattner. The names escape me.	02:18:34
21	Q	So the only two people that you can	
22	remembe	r speaking with at Otto were Mr. Levandowski,	
23	Mr. Gru	ver and a Mr. Rattner; is that right?	
24	A	And there was a Nancy who let me in the	
25	door.		02:18:55
			Page 15

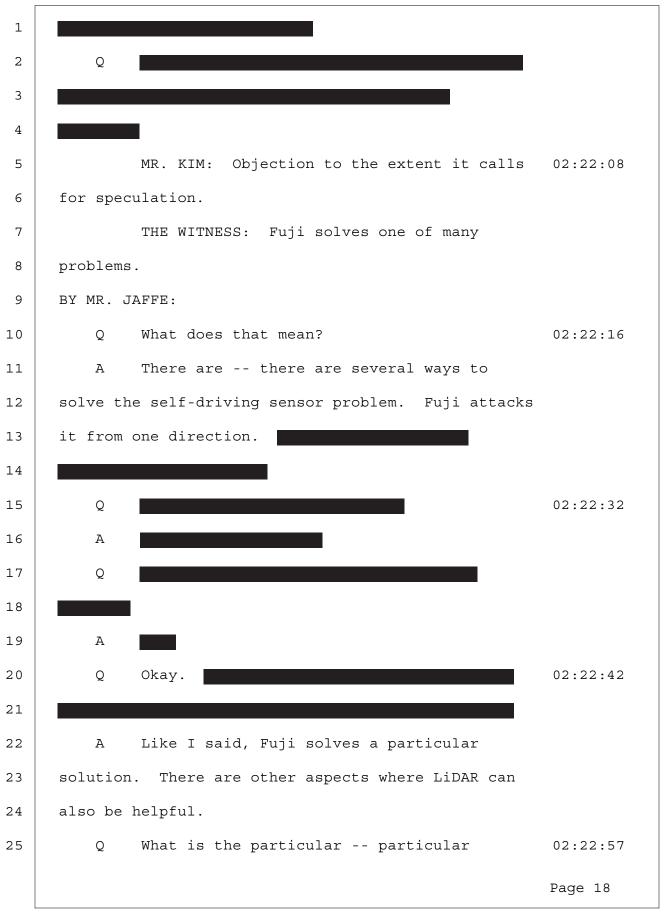
# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 8 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	Q Great.	
2	MR. JAFFE: I'm going to mark as Exhibit 51	
3	a document Bates labeled UBER00008569. Oh, sorry,	
4	this is going to be a different I'll mark my one	
5	52, then.	02:19:12
6	(Deposition Exhibit 52 marked by the court	
7	reporter.)	
8	BY MR. JAFFE:	
9	Q Mr. Boehmke, have you seen what I've marked	
10	as Exhibit 52 before?	02:19:46
11	A I believe I have.	
12	Q Why were you sending Mr. Levandowski an	
13	email entitled "Simulation" in April of 2016?	
14	A This was one of the configurations that he	
15	and I had discussed on the 27th. It was based on a	02:20:01
16	simulation I had done in December of 2015, and so I	
17	gave him a output from that simulation.	
18	Q Okay. What is Mr. Levandowski's job at	
19	Uber right now?	
20	A He's leading the self-driving car effort.	02:20:33
21	Q Including LiDAR?	
22	A It's under his purview.	
23	Q So he's in charge of Uber's LiDAR	
24	development efforts, right?	
25	A I don't report directly to him, but the	02:20:45
		Page 16

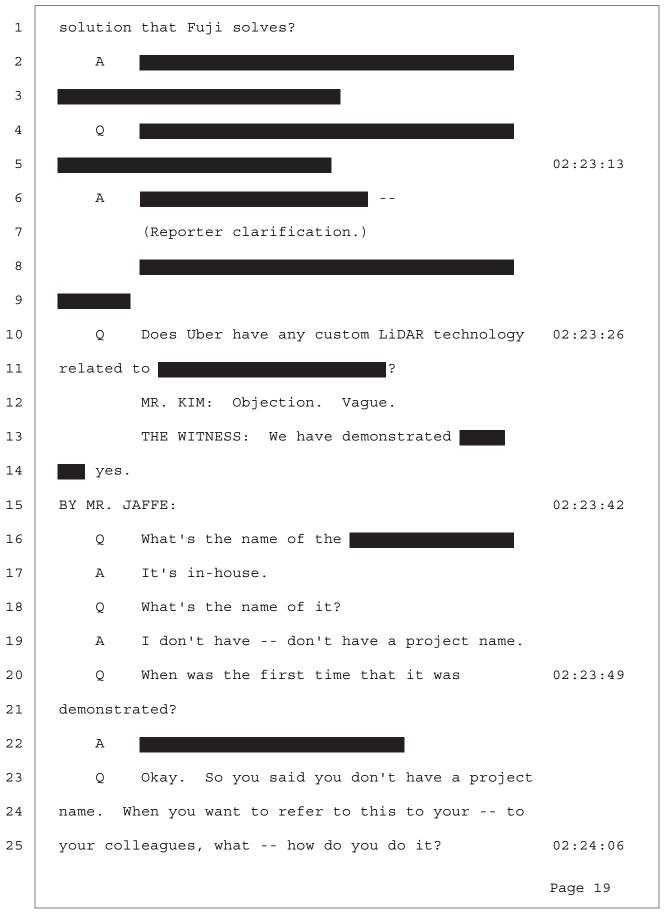
#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 9 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 10 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 11 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 12 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	A I don't know. I don't know. I don't have	
2	a name for it. I don't I refer to it as a	
3	it's	
4	Q you said?	
5	A Mm-hmm.	02:24:39
6	Q Does it use ?	
7	A Yes.	
8	Q Who designed it?	
9	A It was demonstrated by myself and a	
10	coworker, Jim Gasbarro.	02:24:49
11	Q So going back to this timeline, you met Mr.	
12	Levandowski in April. You started working on a	
13	custom LiDAR solution where he would implement it	
14	for Uber based on your specifications; is that	
15	right?	02:25:10
16	A Yes.	
17	Q Okay. At what point did you understand	
18	that Uber was in potential discussions to acquire	
19	Otto?	
20	A I don't recall the timeline.	02:25:21
21	Q Can you give me any sort of bounding time?	
22	Was it were you surprised well, let me start	
23	over. Is that all right?	
24	A That's fine.	
25	Q When he heard about the acquisition, did it	02:25:33
		Page 20

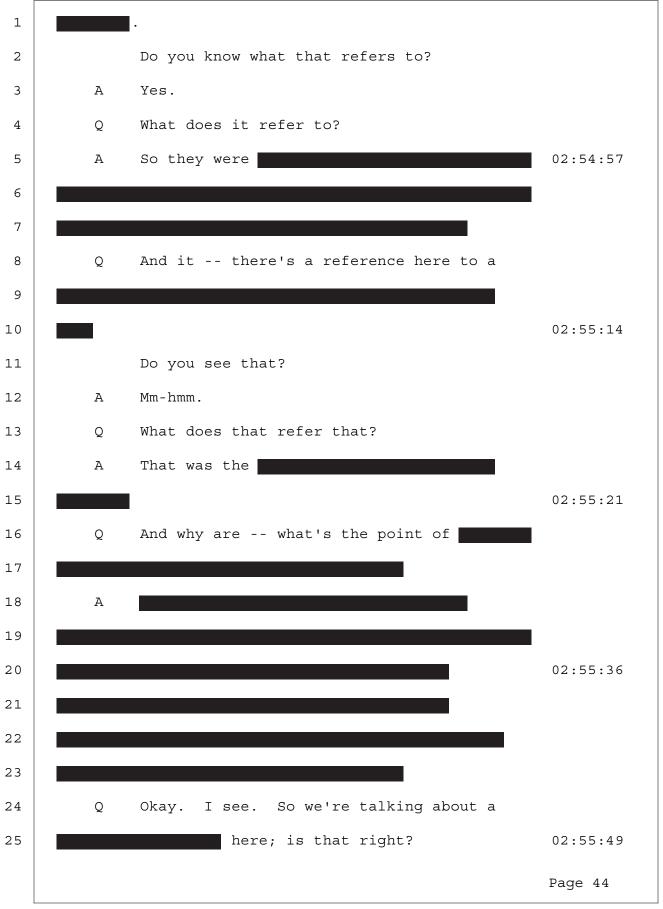
# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 13 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	surprise you?	
2	A No, it made sense.	
3	Q I'm not asking if it made sense. Sorry, my	
4	question was a little bit unclear.	
5	When you heard about the acquisition, were	02:25:43
6	you surprised because you hadn't found out about it	
7	before it was publicly announced?	
8	A No.	
9	Q Did you know about it in June?	
10	A I don't recall.	02:25:54
11	Q What about May?	
12	A I couldn't tell you the date we acquired	
13	them. I don't recall.	
14	Q Sure. I'm asking something a little bit	
15	different, which is: When is your first	02:26:01
16	recollection of having an understanding that Uber	
17	was in potential discussions to acquire Otto?	
18	MR. KIM: Objection. Asked and answered.	
19	THE WITNESS: I don't know.	
20	BY MR. JAFFE:	02:26:13
21	Q Okay. Are you aware that Uber has claimed	
22	in this case that it was having discussions with Mr.	
23	Levandowski and Otto about a potential acquisition	
24	as early as January 2016?	
25	MR. KIM: Objection. Assumes facts not in	02:26:36
		Page 21

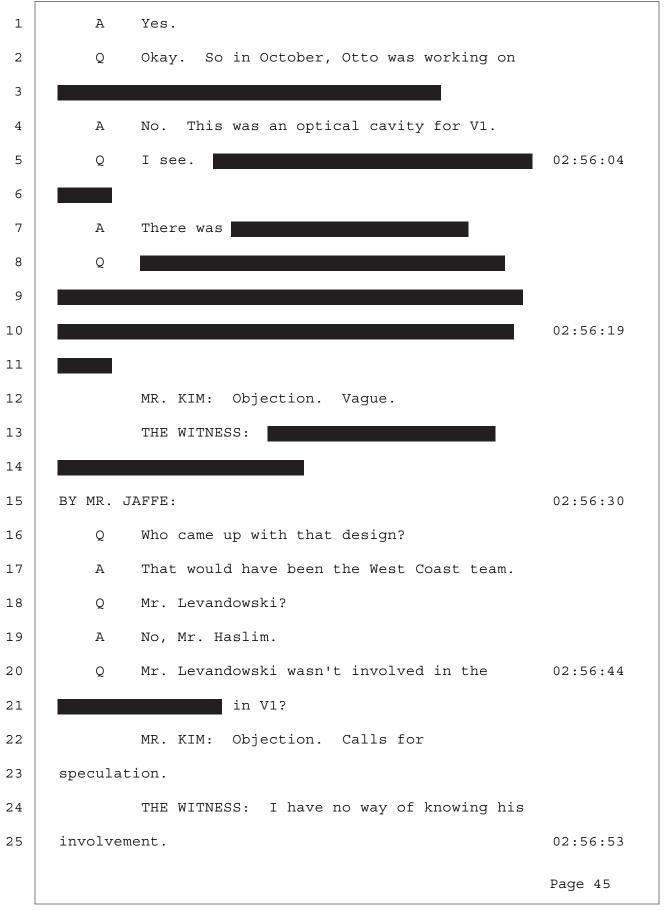
# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 14 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1		
2	Right?	
3	A That's what it says.	
4	Q So Mr. Haslim is proposing transitioning to	
5	this Fuji project in October on October 26th,	02:54:04
6	2016, right?	
7	A Yes.	
8	Q So you hadn't really started transitioning	
9	to Fuji before this email, right?	
10	A This email was days after his meeting with	02:54:16
11	us in Pittsburgh, yes.	
12	Q When you say "us," who are you referring	
13	to?	
14	A The meetings with Eric and myself.	
15	Q And your testimony is that Mr. Levandowski	02:54:27
16	was not at that meeting, right?	
17	A No.	
18	Q He didn't come into that meeting at all?	
19	A No.	
20	Q Okay. Now, later in his email he talks	02:54:36
21	about an optical cavity. Do you see that?	
22	A Mm-hmm.	
23	Q And it talks about the transmit elements	
24	and I'm paraphrasing here are	
25		02:54:50
		Page 43

#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 15 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 16 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 17 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	BY MR. JAFFE:	
2	Q What about Mr. Gruver,	
3	in V1?	
4	MR. KIM: Same objection.	
5	THE WITNESS: My interface technically was	02:56:59
6	with Mr. Haslim.	
7	BY MR. JAFFE:	
8	Q So that doesn't answer my question.	
9	Apologies if it wasn't clear, but I'm just going to	
10	ask it again.	02:57:13
11	Was Mr. Gruver involved in	
12	in V1?	
13	MR. KIM: Objection. Vague and to the	
14	extent it calls for speculation.	
15	THE WITNESS: So I don't know who did the	02:57:21
16	design. I'm saying that I was working with the two	
17	of them. I don't know who did the optical design.	
18	BY MR. JAFFE:	
19	Q I see. So you don't know who came up with	
20	the in V1, true?	02:57:32
21	MR. KIM: Objection. Calls for	
22	speculation.	
23	THE WITNESS: I don't know.	
24	BY MR. JAFFE:	
25	Q Okay. All you know is it was someone in	02:57:39
		Page 46

# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 18 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	MR. KIM: Objection. Lacks foundation.	
2	Calls for speculation.	
3	THE WITNESS: I don't	
4	MR. KIM: Also asked and answered.	
5	THE WITNESS: I don't recall him commenting 03:2	0:02
6	on that.	
7	BY MR. JAFFE:	
8	Q I want to go back to your declaration,	
9	which is Exhibit 50, and then I want to look at	
10	paragraph 13. 03:2	0:38
11	A Okay.	
12	Q So you say here in your declaration that	
13	you, quote:	
14	"Envisioned	
15	to 03:2	0:57
16	enable the use of a simple lens design."	
17	Do you see that?	
18	A Mm-hmm.	
19	Q And you cite as evidence for that what is	
20	Exhibit G to your declaration, right? 03:2	1:08
21	A Right.	
22	Q And that's in that pile next to you with	
23	the exhibits, so if you could just look at	
24	Exhibit G.	
25	Where does it say in Exhibit G that you 03:2	1:52
	Page	57

# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 19 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	were env	isioning	
2			
3	А	It does not say that in this document.	
4	Q	Okay.	
5	A	This document was to demonstrate	03:22:11
6	position	ing that were the	
7	lines sh	own in the graphs.	
8	Q	What lines?	
9	А	These lines (indicating).	
10	Q	And after you came up with what's in	03:22:34
11	Exhibit	G, what did you what did you do with this	
12	informat	ion?	
13	А	So this information was the plan B which	
14	was not	pursued after going through commercial	
15	third-pa	rty efforts with	03:22:50
16	Q	And plan A was	
17	А	Mm-hmm.	
18	Q	Plan B was did it have a name other than	
19	plan B?		
20	А	It turned into Fuji.	03:22:59
21	Q	And then what was plan C?	
22	А	Plan C was the	
23	Q	Okay. Was there a plan D?	
24	A	Not by name.	
25	Q	What does that mean, "not by name"?	03:23:09
			Page 58

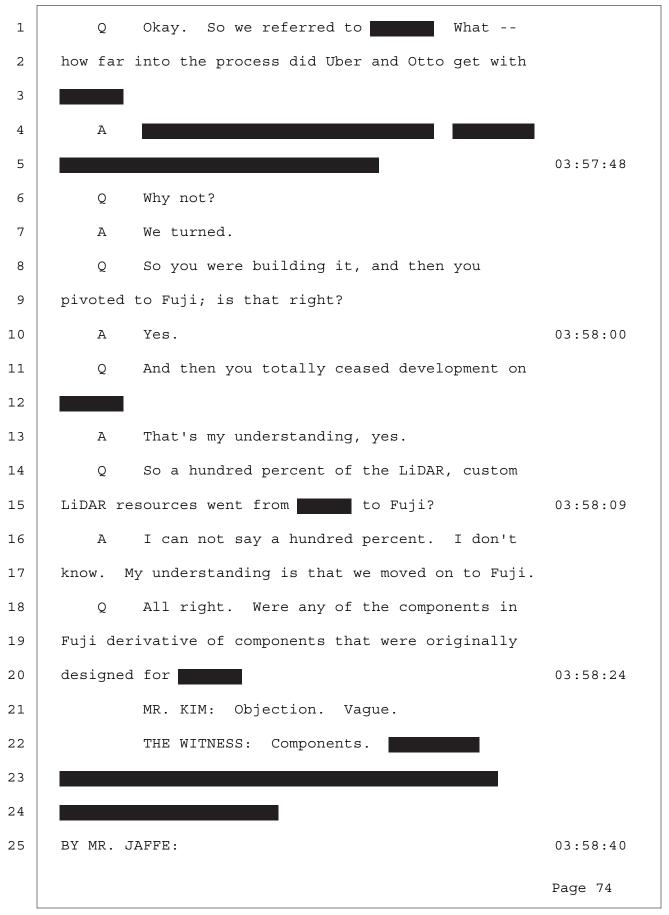
# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 20 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	A There were other configurations that we	
2	were discussing, but they were not in that document	
3	where I spelled out A, B and C.	
4	Q So going back to Exhibit G of your	
5	declaration	03:23:31
6	A Mm-hmm.	
7	Q where does it say in this document that	
8	where the	
9		
10	A Each of the lines was a straight board.	03:23:44
11	Q Where does it say that?	
12	A It's a spreadsheet. It doesn't say it.	
13	Q Right. So there actually is no information	
14	in here that says: Hey, we should put	
15	, right?	03:23:58
16	MR. KIM: Objection. Mischaracterizes the	
17	evidence.	
18	THE WITNESS: The diagram in the	
19	declaration on the previous page shows	
20	as they would have been	03:24:07
21	in this board. This board this spreadsheet shows	
22	how many boards would be required given a particular	
23	pitch and a certain desire for a number of beams.	
24	BY MR. JAFFE:	
25	Q You came up with Exhibit G in February,	03:24:22
		Page 59

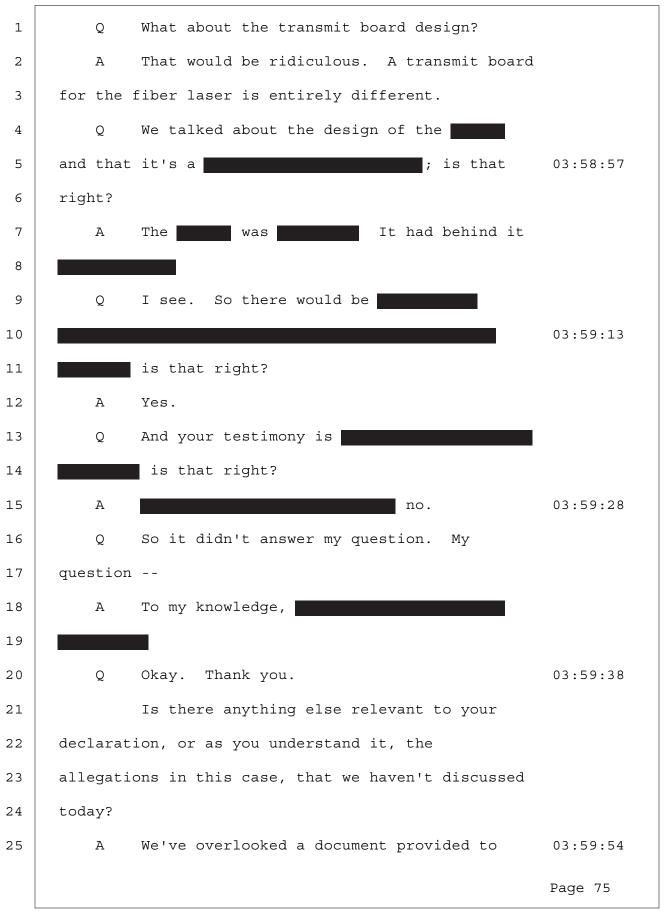
# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 21 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	right?	
2	A Yes.	
3	Q And this doesn't have any sort of notation	
4	or information at all to note that each of these	
5	points would be on a single circuit board, right? 03:24	:38
6	A The document does not say that.	
7	Q Okay. Now, let's go to the other document	
8	we were referring to, which I think is Exhibit C to	
9	your declaration.	
10	So why don't you first go to page 12, 03:25	:21
11	please.	
12	A 12. Okay.	
13	Q Do you see that there's some beam spacings	
14	depicted here?	
15	A Yes. 03:25	:34
16	Q They're all looking at the left-hand	
17	side, the one under VLP-16, all those dots are in a	
18	row just like we looked at Exhibit G, right?	
19	MR. KIM: Objection. Mischaracterizes	
20	evidence. 03:25	:45
21	THE WITNESS: The VLP-16 is	
22		
23	BY MR. JAFFE:	
24	Q And that looks like, just like what we were	
25	looking at in Exhibit G, right? 03:25	:55
	Page 6	0

#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 22 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



#### Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 23 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY



# Case 3:17-cv-00939-WHA Document 248-4 Filed 04/21/17 Page 24 of 24 HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

1	Otto where we called out the interest in putting	
2		
3	Q Where is that?	
4	A It's document H.	
5	Q Is that the one you referred to earlier?	04:00:06
6	A Yes.	
7	MR. JAFFE: Okay. I have no further	
8	questions, although I'm going to reserve our rights	
9	with regard to any late document production and	
10	inspection of the -related device.	04:00:18
11	MR. KIM: Okay. Short redirect.	
12		
13	EXAMINATION	
14	BY MR. KIM:	
15	Q Mr. Boehmke, you just referred to	04:00:30
16	Exhibit H. Is that the document that you asked to	
17	see earlier in your deposition?	
18	A Yes.	
19	Q And why did you want to refer to that	
20	exhibit?	04:00:39
21	A This exhibit on page 10 clearly shows	
22	something that I	
23	was called out for in the one of the documents	
24	saying that we had never mentioned we were going to	
25	do that, and it's clearly spelled out in plan B.	04:00:55
		Page 76